SEC 1972 Potential persons who are to respond to the collection of information contained in this form are (6/99) not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

05057584

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix		Serial				
DAT	E RECEI	VED				

Filing Under (Check box(es) that apply):	[] Rule 504	[] Rule 505	[X] Rule 506	[X] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing] Amendment				
	A. BA	ASIC IDENTIFIC	CATION DATA		
1. Enter the information requested	about the issuer			T (The second
Name of Issuer ([] check if this is	an amendment and n	ame has changed,	and indicate char	ge.)	The same of the sa
Arcadia Media Inc.					64 23/134
Address of Executive Offices c/o Morse, Zelnick, Rose & L 405 Park Avenue, 14 th Floor	(Number and Street, ander	City, State, Zip Co	ode) T	elephone Number (Incl 212-838-5030	uding Area Code)
Address of Executive Offices c/o Morse, Zelnick, Rose & L 405 Park Avenue, 14 th Floor New York, NY 10022 Address of Principal Business Ope	ander			•	
Address of Executive Offices c/o Morse, Zelnick, Rose & L 405 Park Avenue, 14 th Floor New York, NY 10022 Address of Principal Business Ope (if different from Executive Office Brief Description of Business	ander erations (Number and s)			212-838-5030	uding Area Code)
Arcadia Media Inc. Address of Executive Offices c/o Morse, Zelnick, Rose & L 405 Park Avenue, 14 th Floor New York, NY 10022 Address of Principal Business Ope (if different from Executive Office Brief Description of Business DVD production and distributio Type of Business Organization	ander erations (Number and s)			212-838-5030	uding Area Code)
Address of Executive Offices c/o Morse, Zelnick, Rose & L 405 Park Avenue, 14 th Floor New York, NY 10022 Address of Principal Business Ope (if different from Executive Office Brief Description of Business DVD production and distributio	ander erations (Number and s) n.		e, Zip Code) To	212-838-5030	uding Area Code) PROCES JUN 14

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et sea, or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each genera	l and managing partner of partners	hip issuers.	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual): Nikos Papag	eorgiou	
	Address (Number and Street, City Rose & Lander, 405 Park Avenue		, NY 10022
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual): Stamartia S	kourtis	
	Address (Number and Street, City Rose & Lander, 405 Park Avenue		, NY 10022
Check Box(es) that Ap	pply: [] Promoter [] Benefic	ial Owner [] Exec	utive Officer [X] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual): Nikos Verge	tis	
	e Address (Number and Street, City Rose & Lander, 405 Park Avenue		, NY 10022
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [] General and/or Managing Partner
Full Name (Last name	e first, if individual) : Nikos Tsalki	tzis	
	Address (Number and Street, City Rose & Lander, 405 Park Avenue		s, NY 10022
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [] General and/or Managing Partner

Full Name (Last name f	first, if individual): Chronis Ladonikolas
	Address (Number and Street, City, State, Zip Code) ose & Lander, 405 Park Avenue, 14 th Flr., New York, NY 10022
Check Box(es) that Apply:	[] Promoter [X] Beneficial [] Executive [Director [] General and/or Managing Owner Officer] Partner
Full Name (Last name t	first, if individual): Sanyo Hellas Holdings S.A.
Check Box(es) that Apply:	[] Promoter [Beneficial [] Executive [Director [] General and/or Managing Owner Officer] Partner
Full Name (Last name t	first, if individual):
Business or Residence	Address (Number and Street, City, State, Zip Code)
Check Box(es) that App	ply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual):
Business or Residence	Address (Number and Street, City, State, Zip Code)
Check Box(es) that App	ply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual) :
Business or Residence	Address (Number and Street, City, State, Zip Code)
Check Box(es) that App	ply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual):
Business or Residence	Address (Number and Street, City, State, Zip Code)
Check Box(es) that App	ply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual):
Business or Residence	Address (Number and Street, City, State, Zip Code)
Check Box(es) that App	ply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner
Full Name (Last name	first, if individual):
Business or Residence	Address (Number and Street, City, State, Zip Code)
Check Box(es) that Ap	ply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/or

	Managing Partner
Full Name (Last name first, if individual):	***************************************
Business or Residence Address (Number and Street, City, State, Zip Code)	
(Use blank sheet, or copy and use additional copies of this s	heet, as necessary.)

					B. INFO	RMATIC	ON ABOU	T OFFER	RING			
1. Has t	he issuer :	sold, or do	es the iss	uer intend	to sell, to	non-accre	dited inve	stors in this	s offering?.			Yes No
				Answer al	so in App	endix, Col	umn 2, if t	iling under	r ULOE.			[] []
2. What is the minimum investment that will be accepted from any individual?									\$100,000			
3. Does the offering permit joint ownership of a single unit?								Yes No				
ommis f a pers or states	sion or singlesion to be less, list the s	milar remi isted is an name of th	uneration associate e broker	for solicit d person or dealer.	ation of pu or agent of	rchasers in a broker of a broker of a broker of an five (5)	n connecti or dealer re persons to	on with salegistered wo be listed a	n, directly of es of secur with the SEG are associat	ities in the Cand/or w	offering.	
ull Na	me (Last i	name first	, if individ	lual) :							-	
					Street, City	, State, Zi	p Code):					
√ame o	f Associa	ted Broke	r or Deale	r:								
				· · · · · · · · · · · · · · · · · · ·	· Intends to		ırchasers*			ſ] All States	5
AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
* The	e remaind	ler of the	offering	has beer	n purchas	ed by acc	redited in	vestors of	ffshore.			
Full Na	me (Last	name first	, if individ	lual)								
Busines	s or Resid	dence Add	lress (Nur	nber and S	Street, City	, State, Zi	p Code)					
Vame o	f Associa	ted Broke	r or Deale	r							-	
					Intends to		urchasers				1 411 64-4	
)		(DE)	(DC)	CCT 1] All States	
AL]	[AK]	[AZ]	[AR] [KS]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL] [MI]	[GA]	[HI]	[ID] [MO]
IL] MT]	[IN] [NE]	[IA] [NV]	[NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[OH]	[MN] [OK]	[MS] [OR]	[PA]
RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last	name first	, if individ	dual)	· · · · · · · · · · · · · · · · · · ·							
Dueine	or Pagis	lamas Add	Irona (Num	ahar and G	Street City	· State 7	n Codo)					
ousines	os ul resi(ience Add	ness (Nun	постапа 3	Street, City	, state, Zi	p Code)					
Name c	f Associa	ted Broke	r or Deale	r								
					r Intends to		urchasers			-	1 411 0	
							(DE)	1007	rev :	_] All States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
COVERED TO A	[NE]	[NV]	[NH]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
[MT] [RI]	[SC]	[SD]	[TN]					1 (A/ A)				

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt (Debentures and common stock purchase warrants)	\$1,000,000	\$1,000,000
Equity		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
[] Common [] Preferred		
Convertible Securities (including warrants)		[
Partnership Interests		
Other		<u></u>
Total		
Answer also in Appendix, Column 3, if filing under ULOE.		L
Answer also in Appendix, Column 3, it thing under OLOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	3	\$ 1,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	s 0
Answer also in Appendix, Column 4, if filing under ULOE.		30
Allswer also in Appendix, Column 4, it ming under OLOL.	<u> </u>	
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	N	/A
Type of offering	Type of Security	Dollar Amount
Type of offering	Type of Security	Dollar Amount Sold
Rule 505	Type of Security	Sold \$
Rule 505	Type of Security	Sold \$ \$
Rule 505	Type of Security	Sold \$ \$
Rule 505	Type of Security	Sold \$ \$
Rule 505	Type of Security	Sold \$ \$
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	Type of Security	Sold \$ \$
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs		Sold
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees		\$ Sold S S S S S S S S S
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees		Sold
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees		Sold S S S S S S S S S S S S S
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	[] [X] [] [] []	Sold S S S S S S S S S S S S S
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) wire transfer and bank fees.	[] [] [] [] [] [] []	Sold S S S S S S S S S S S S S
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	[] [X] [] [] []	Sold S S S S S S S S S S S S S
Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) wire transfer and bank fees.	[] [] [] [] [] [] []	Sold S S S S S S S S S S S S S

	Officers, Directors, & Affiliates	Others
Salaries and fees	[]\$_	[]\$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$_
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	_[]\$
Working capital	[]\$	[X] — \$960,000
Other (specify):	[]\$	[]\$
	[]\$	[]\$
Column Totals Total Payments Listed (column totals added)		[X] \$960,000] \$960,000
D. FEDE	RAL SIGNATURE	
The issuer has duly caused this notice to be signed by the undersigned following signature constitutes an undertaking by the issuer to fur of its staff, the information furnished by the issuer to any non-acc	mish to the U.S. Securities and Exchange Con	nmission, upon written requ
Issuer (Print or Type) Arcadia Media Inc	Signature	Date 6/9/0,
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Kenneth S. Rose	Assistant Secretary	the sanish are so an arrange and a second and
A	TTENTION	
Intentional misstatements or omissions of fact c	constitute federal criminal violations. (See 1	8 U.S.C. 1001.)